

598000000953



ACCOUNT NO. : 072100000032

REFERENCE : 710817 7142889

AUTHORIZATION :

Patricia Pujols

COST LIMIT : \$ 2,385.00

ORDER DATE : February 18, 1998

ORDER TIME : 9:20 AM

ORDER NO. : 710817-005

CUSTOMER NO: 7142889

CUSTOMER: Mr. Gee Rasul
Diamond Technology Partners
Suite 3000
875 N. Michigan Ave.
Chicago, IL 60611

RECEIVED
98 FEB 19 AM 10:10
DIVISION OF CORPORATION

FOREIGN FILINGS

700002434797--6

NAME: DIAMOND PARTNERS INCORPORATED

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

2/19
FILED
98 FEB 19 AM 11:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:*

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98 FEB 10 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. DIAMOND PARTNERS INCORPORATED
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. ILLINOIS 3. 36-4069586
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 4-1-96 5. _____
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. SEPTEMBER 1996
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 875 NORTH MICHIGAN AVENUE, SUITE #3000
CHICAGO, ILLINOIS 60611
(Current mailing address)
8. TO PROVIDE CONSULTING SERVICES TO LOCAL BUSINESSES
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company
By: [Signature]
(Registered agent's signature)
ROGER P. SMITH JR, ASST SECRETARY

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY**- P.O. Box **NOT** acceptable)

A. **DIRECTORS** (Street address only- P.O. Box **NOT** acceptable) — SEE ATTACHED —

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

B. **OFFICERS** (Street address only- P.O. Box **NOT** acceptable) — SEE ATTACHED —

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Michael E. Mikolajczyk 2-17-98
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. MICHAEL E. MIKOLAJCZYK SENIOR VICE PRESIDENT
(Typed or printed name and capacity of person signing application)

DIAMOND PARTNERS INCORPORATED
(an Illinois Corporation)
(As of January 1, 1998)

OFFICERS:

Name	Title	Address
Bergstein, Melvyn E.	Chairman of the Board, Chief Executive Officer & President	271 White Oak Lane Winnetka, IL 60093
Abbattista, Anthony L.	Vice President	50 E. Bellevue Place, #2602 Chicago, IL 60611
Andrews, Tim	Vice President	33 High Pine Circle Concord, MA 01742
Bestor, Laura M.	Vice President	1146 N. 1620 West St. George, UT 84770
Bloyd, Robert E.	Vice President	575 Revere Drive Westmont, IL 60559
Bupp, Karl E.	Vice President	790 Tower Record Winnetka, IL 60093
Carroll, Paul	Vice President	61 Frederick Avenue Atherton, CA 94027
Chungani, Sandeep P.	Vice President	26 Windsor Way East Hanover, NJ 07536
Connolly, Michael J.	Vice President	1800 W. Roscoe #526 Chicago, IL 60657
Coughlin, Ronald V.	Vice President	687 Carter Street New Canaan, CT 06840
Curran, Christopher B.	Vice President	3921 Dove Creek Lane Plano, TX 75093
DeCuyper, Robert Michael	Vice President	5443 Old Highway 96 West Franklin, TN 37064
Economos, William H.	Vice President	3032 W. Palmer Square, 1 Chicago, IL 60647
Elderkin, Craig D.	Vice President	526 S. Prospect Avenue Park Ridge, IL 60068
Forsythe, Elwood G.	Vice President	400 Zircon Lane Plymouth, MN 55447
Grieve, Kevin C.	Vice President	245 Cumnor Avenue Glen Ellyn, IL 60137
Gutstein, Adam J.	Vice President	68 Warrington Drive Rochester, NY 14618
Hugener, Carl J.	Vice President	2740-B North Wayne Avenue Chicago, IL 60614
Keeley, Mark O.	Vice President	1860 Winchester Drive Winter Park, FL 32789
Kingley, Jay R.	Vice President	10 Dorolee Drive East Brunswick, NJ 08816
Kistler, Chapman H.	Vice President	1233 Hamilton Dr. West Chester, PA 19380
Lohrmann, Charles Brent	Vice President	100 Rollingbrook Ada, MI 49301
Matsumura, Alan J.	Vice President	1451 Baldwin Court Naperville, IL 60565
McGee, James V.	Vice President	1160 Chattfield Winnetka, IL
Mikolajczyk, Michael E.	Senior Vice President, Treasurer & Asst. Secretary	165 Beach Road Glencoe, IL 60022
Moffitt, Christopher J.	Senior Vice President & Secretary	165 Margate Court Lake Bluff, IL 60044
Mui, Chunka	Vice President	411 S. Sangamon Street, 7B Chicago, IL 60607
Munck, Peer H.	Vice President	985 Skokie Ridge Drive Glencoe, IL 60022
Palmer, Michael J.	Vice President	310 Rothbury Court Lake Bluff, IL 60044
Quade, Bruce R.	Vice President	118 Wedgewood Drive Barrington, IL 60010
Rappaport, David M.	Vice President	205 North Taylor Avenue Oak Park, IL 60302
Robinson, Andrew S.	Vice President	42 Forest Hills Drive Exeter, RI 02822
Rohner, Timothy J.	Vice President	3117 Crest Drive Manhattan Beach, CA 90266
Rupple, Scott	Vice President	1730 North Clark, Apt. 2213 Chicago, IL 60614-5859
Siefertson, Mark E.	Vice President	23836 S.E. 45th Street Issaquah, WA 98027
Siefkas, Kirk E.	Vice President	520 Washington Boulevard Oak Park, IL 60302
Spira, James C.	Senior Vice President	16950 S. Woodland Road Shaker Heights, OH 44120
Uphoff, Barry J.	Vice President	4080 Winberie Avenue Naperville, IL 60564

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 MAIL ROOM

DIRECTORS:

Name	Address
Edward R. Anderson	6436 Meadow Road Dallas, TX 75230
Melvyn E. Bergstein	271 White Oak Lane Winnetka, IL 60093
Donald R. Caldwell	531 North Rose Lane Haverford, PA 19041
Alan Kay	131 S. Barrington Place, Suite 200 Los Angeles, CA 90049
John D. Loewenberg	151 Farmington Avenue Hartford, CT 06156
Michael E. Mikolajczyk	165 Beach Road Glencoe, IL 60022
Christopher J. Moffitt	165 Margate Court Lake Bluff, IL 60044
James C. Spira	16950 S. Woodland Shaker Heights, OH 44120

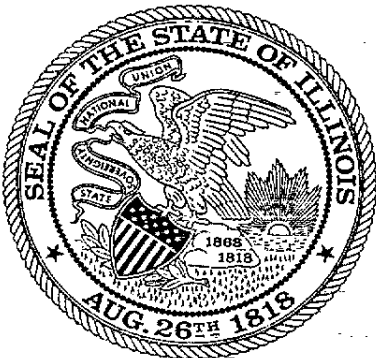
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98 FEB 19 AM 11:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

File Number 5875-647-4



To all to whom these Presents Shall Come, Greeting:

I, George H. Ryan, Secretary of State of the State of Illinois,
do hereby certify that DIAMOND PARTNERS INCORPORATED, A DOMESTIC
CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE MARCH 12,
1996, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE
BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF
ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE,
IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF
ILLINOIS*****



In Testimony Whereof, I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois this 18TH
day of FEBRUARY A.D., 19 98

George H Ryan
SECRETARY OF STATE